

FCC 415

Main Form

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB

3060-0747

Expires 12/31/99

Est. Avg. Burden Hours

Per Response: 7 hrs.

FCC Use Only
(File Number)

FEE Use Only

Application for Authorization in the Microwave Services

Parts 74 and 101

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
See Associated FCC Form 159			\$	

APPLICANT

1. Legal Name of Applicant Existing Shareholders of Arch Communications Group, Inc. See Section II.C and Section VII.D		2. Voice Telephone Number (508) 870-6700	
3. Assumed Name Used for Doing Business (if any)		4. Fax Telephone Number (508) 898-1953	
5. Mailing Address, Street or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION: Paul Kuzia			
6. City Westborough		7. State MA	8. Zip Code 01581
9. E-mail or Internet Address		10. Taxpayer Identification Number 31-1358569	
11. Name of Contact Representative (if other than applicant) Kathryn Zachem, Esq.		12. Voice Telephone Number (202) 783-4141	
13. Contact Representative Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		14. Fax Telephone Number (202) 783-5851	
15. Mailing Address, Street or P.O. Box 2300 N Street, N.W., Suite 700			
16. City Washington		17. State DC	18. Zip Code 20037

CLASSIFICATION OF FILING

19. Type of Applicant (C) Individual Partnership Corporation Unincorporated Association Governmental Entity		
20. Does applicant qualify as a Non-Commercial Educational Broadcaster? (N) Yes No		
21. If this filing is an Amendment to a pending application: File number of Pending application: N/A Receipt Date:		22. Eligibility Rule Section 101.601
23. Service Type Code OFS		
24. Does this filing propose a waiver or exception to the Commission's Rules? *If "yes", attach exhibit explaining circumstances. See Section II.F (Y) Yes No		
25. Does this filing pose potential interference to Geostationary Satellite Operation? *If "yes", attach exhibit explaining circumstances. (N) Yes No		
26. Is notification to the National Radio Astronomy Observatory required? If "Yes", provide date of notification: (N) Yes No		
27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: See Exhibit 1		

ADMINISTRATIVE INFORMATION

28. The purpose of this filing is to: (H) Enter one or more letters that correctly describes the purpose of this filing.	<table border="0"> <tr><td><u>A</u></td><td>request an initial authorization for a new station (all)</td></tr> <tr><td><u>B</u></td><td>request authorization for modification of an existing licensed station (all)</td></tr> <tr><td><u>C</u></td><td>request authorization for a minor modification (Private and Common Carrier)</td></tr> <tr><td><u>D</u></td><td>request authorization to renew an existing licensed station (all)</td></tr> <tr><td><u>E</u></td><td>request authorization to reinstate an expired licensed station (all)</td></tr> <tr><td><u>F</u></td><td>request a full assignment of a radio station authorization (Private)</td></tr> <tr><td><u>G</u></td><td>request authorization of a developmental station (Private and Common Carrier)</td></tr> <tr><td><u>H</u></td><td>request authorization for transfer of control (Private)</td></tr> <tr><td><u>I</u></td><td>request authorization to convert from Private to Common Carrier (Common Carrier)</td></tr> <tr><td><u>J</u></td><td>request amendment to a pending application (all)</td></tr> </table>	<u>A</u>	request an initial authorization for a new station (all)	<u>B</u>	request authorization for modification of an existing licensed station (all)	<u>C</u>	request authorization for a minor modification (Private and Common Carrier)	<u>D</u>	request authorization to renew an existing licensed station (all)	<u>E</u>	request authorization to reinstate an expired licensed station (all)	<u>F</u>	request a full assignment of a radio station authorization (Private)	<u>G</u>	request authorization of a developmental station (Private and Common Carrier)	<u>H</u>	request authorization for transfer of control (Private)	<u>I</u>	request authorization to convert from Private to Common Carrier (Common Carrier)	<u>J</u>	request amendment to a pending application (all)
<u>A</u>	request an initial authorization for a new station (all)																				
<u>B</u>	request authorization for modification of an existing licensed station (all)																				
<u>C</u>	request authorization for a minor modification (Private and Common Carrier)																				
<u>D</u>	request authorization to renew an existing licensed station (all)																				
<u>E</u>	request authorization to reinstate an expired licensed station (all)																				
<u>F</u>	request a full assignment of a radio station authorization (Private)																				
<u>G</u>	request authorization of a developmental station (Private and Common Carrier)																				
<u>H</u>	request authorization for transfer of control (Private)																				
<u>I</u>	request authorization to convert from Private to Common Carrier (Common Carrier)																				
<u>J</u>	request amendment to a pending application (all)																				
29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested. <div style="text-align: center;">N/A</div>																					
30. Number of associated applications filed as a system. <div style="text-align: center;">N/A</div>	31. FCC File Numbers of associated applications filed as a system, if known <div style="text-align: center;">N/A</div>																				
32. Type of MAS Operation () N/A <u>Two-way master-remote</u> <u>One-way outbound</u> <u>One-way Inbound</u>	<table border="0"> <tr> <td data-bbox="777 789 1024 910"> Mobile meter reader <u>Subfrequency operation</u> <u>Multiple master operation</u> </td> <td data-bbox="1024 789 1572 910"> 33. Requested Authorization Expiration Date <div style="text-align: center;">N/A</div> <div>Month Day</div> </td> </tr> </table>	Mobile meter reader <u>Subfrequency operation</u> <u>Multiple master operation</u>	33. Requested Authorization Expiration Date <div style="text-align: center;">N/A</div> <div>Month Day</div>																		
Mobile meter reader <u>Subfrequency operation</u> <u>Multiple master operation</u>	33. Requested Authorization Expiration Date <div style="text-align: center;">N/A</div> <div>Month Day</div>																				

POINT OF CONTACT FOR TECHNICAL OPERATIONS

34. Mailing address street or geographical description 1800 West Park Drive		35. Voice Telephone Number 508-870-6700
36. City Westborough	37. State Massachusetts	38. Zip code 01581

BROADCAST AUXILIARY APPLICANTS N/A

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control? (N) <u>Yes</u> <u>No</u>		
44. Is each station named in item 27 of this filing constructed and operational? (Y) <u>Yes</u> <u>No</u>		
45. Name of Transferee New Shareholders of Arch Communications Group, Inc.		
46. Transferee's Mailing Address, Street 1800 West Park Drive, Suite 250		
47. City Westborough	48. State MA	49. Zip code 01581

ENVIRONMENTAL POLICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?

(N) Yes No

* If "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311.

FOREIGN GOVERNMENT REPRESENTATION

51. Is the applicant a foreign government or the representative of any foreign government?

(N) Yes No

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52. Is the applicant an alien or the representative of an alien?*

(N) Yes No

53. Is the applicant a corporation organized under the laws of any foreign government?*

(N) Yes No

54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?*

(N) Yes No

55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

(N) Yes No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

*If yes, attach exhibit explaining circumstances.

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?*

(N) Yes No

See Section II.B

57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?*

(N) Yes No

58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?*

(N) Yes No

59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?*

(N) Yes No

60. Is this a Common Carrier corporation?

If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing.

(Y) Yes No

See Section VII.D

* If "yes", attach exhibit explaining circumstances.

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application* is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

*See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes

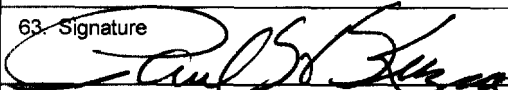
61. Typed Name of Person Signing

Paul H. Kuzia

62. Title Executive Vice President,

Technology and Regulatory Affairs

63. Signature



64. Date

AUG 26 1998

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0127
See below for public
burden estimate

ASSIGNMENT OF AUTHORIZATION

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

1. The present licensee completes the information requested below.
2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms

FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone Service Authorization
FCC Form 415 - Application for Station Authorization in the Microwave Services
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules

47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80


CURRENT AUTHORIZATION

Radio Service	Licensee Name and Station Location
Private Operational Fixed Microwave	Westlink Licensee Corporation
Call Sign	1800 West Park Drive, Suite 250
See Exhibit 1	Westborough, MA 01581

CERTIFICATION

I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to New Shareholders of Arch Communications Group, Inc.

shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.

Name of Assignor (include title, if applicable)	Assignor's Signature and Date
Existing Shareholders of Arch Communications Group, Inc.	 AUG 26 1998

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

WESTLINK LICENSEE CORPORATION

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
KEZ49	Private Operational Fixed Microwave Service	OFS	101

FCC 415

Main Form

FEDERAL COMMUNICATIONS COMMISSIONApproved by OMB
3060-0747
Expires 12/31/99
Est. Avg. Burden Hours
Per Response: 7 hrs.FCC Use Only
(File Number)**Application for Authorization in the Microwave Services**

Parts 74 and 101

FEE Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
See Associated FCC Form 159			\$	

APPLICANT

1. Legal Name of Applicant Existing Shareholders of Arch Communications Group, Inc. See Section II.C and Section VII.D		2. Voice Telephone Number (508) 870-6700	
3. Assumed Name Used for Doing Business (if any)		4. Fax Telephone Number (508) 898-1953	
5. Mailing Address, Street or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION: Paul Kuzia			
6. City Westborough		7. State MA	8. Zip Code 01581
9. E-mail or Internet Address		10. Taxpayer Identification Number 31-1358569	
11. Name of Contact Representative (if other than applicant) Kathryn Zachem, Esq.		12. Voice Telephone Number (202) 783-4141	
13. Contact Representative Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		14. Fax Telephone Number (202) 783-5851	
15. Mailing Address, Street or P.O. Box 2300 N Street, N.W., Suite 700			
16. City Washington		17. State DC	18. Zip Code 20037

CLASSIFICATION OF FILING

19. Type of Applicant (C) Individual <u>Partnership</u> <u>Corporation</u> Unincorporated Association <u>Governmental Entity</u>		
20. Does applicant qualify as a Non-Commercial Educational Broadcaster? (N) <u>Yes</u> <u>No</u>		
21. If this filing is an Amendment to a pending application: File number of Pending application: N/A Receipt Date:		22. Eligibility Rule Section 101.601
23. Service Type Code OFS		
24. Does this filing propose a waiver or exception to the Commission's Rules? *If "yes", attach exhibit explaining circumstances. See Section II.F (Y) <u>Yes</u> <u>No</u>		
25. Does this filing pose potential interference to Geostationary Satellite Operation? *If "yes", attach exhibit explaining circumstances. (N) <u>Yes</u> <u>No</u>		
26. Is notification to the National Radio Astronomy Observatory required? If "Yes", provide date of notification: (N) <u>Yes</u> <u>No</u>		
27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: See Exhibit 1		

ADMINISTRATIVE INFORMATION

28. The purpose of this filing is to: (H) Enter one or more letters that correctly describes the purpose of this filing.	<table border="0"> <tr><td><u>A</u></td><td>request an initial authorization for a new station (all)</td></tr> <tr><td><u>B</u></td><td>request authorization for modification of an existing licensed station (all)</td></tr> <tr><td><u>C</u></td><td>request authorization for a minor modification (Private and Common Carrier)</td></tr> <tr><td><u>D</u></td><td>request authorization to renew an existing licensed station (all)</td></tr> <tr><td><u>E</u></td><td>request authorization to reinstate an expired licensed station (all)</td></tr> <tr><td><u>F</u></td><td>request a full assignment of a radio station authorization (Private)</td></tr> <tr><td><u>G</u></td><td>request authorization of a developmental station (Private and Common Carrier)</td></tr> <tr><td><u>H</u></td><td>request authorization for transfer of control (Private)</td></tr> <tr><td><u>I</u></td><td>request authorization to convert from Private to Common Carrier (Common Carrier)</td></tr> <tr><td><u>J</u></td><td>request amendment to a pending application (all)</td></tr> </table>	<u>A</u>	request an initial authorization for a new station (all)	<u>B</u>	request authorization for modification of an existing licensed station (all)	<u>C</u>	request authorization for a minor modification (Private and Common Carrier)	<u>D</u>	request authorization to renew an existing licensed station (all)	<u>E</u>	request authorization to reinstate an expired licensed station (all)	<u>F</u>	request a full assignment of a radio station authorization (Private)	<u>G</u>	request authorization of a developmental station (Private and Common Carrier)	<u>H</u>	request authorization for transfer of control (Private)	<u>I</u>	request authorization to convert from Private to Common Carrier (Common Carrier)	<u>J</u>	request amendment to a pending application (all)
<u>A</u>	request an initial authorization for a new station (all)																				
<u>B</u>	request authorization for modification of an existing licensed station (all)																				
<u>C</u>	request authorization for a minor modification (Private and Common Carrier)																				
<u>D</u>	request authorization to renew an existing licensed station (all)																				
<u>E</u>	request authorization to reinstate an expired licensed station (all)																				
<u>F</u>	request a full assignment of a radio station authorization (Private)																				
<u>G</u>	request authorization of a developmental station (Private and Common Carrier)																				
<u>H</u>	request authorization for transfer of control (Private)																				
<u>I</u>	request authorization to convert from Private to Common Carrier (Common Carrier)																				
<u>J</u>	request amendment to a pending application (all)																				
29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested. <div style="text-align: center;">N/A</div>																					
30. Number of associated applications filed as a system. <div style="text-align: center;">N/A</div>	31. FCC File Numbers of associated applications filed as a system, if known <div style="text-align: center;">N/A</div>																				
32. Type of MAS Operation () N/A <u>Two-way master-remote</u> <u>One-way outbound</u> <u>One-way Inbound</u>	<u>Mobile meter reader</u> <u>Subfrequency operation</u> <u>Multiple master operation</u>	33. Requested Authorization Expiration Date <div style="text-align: center;">N/A</div> <div>Month Day</div>																			

POINT OF CONTACT FOR TECHNICAL OPERATIONS

34. Mailing address street or geographical description 1800 West Park Drive		35. Voice Telephone Number 508-870-6700
36. City Westborough	37. State Massachusetts	38. Zip code 01581

BROADCAST AUXILIARY APPLICANTS N/A

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control? (N) <u>Yes</u> <u>No</u>		
44. Is each station named in item 27 of this filing constructed and operational? (Y) <u>Yes</u> <u>No</u>		
45. Name of Transferee New Shareholders of Arch Communications Group, Inc.		
46. Transferee's Mailing Address, Street 1800 West Park Drive, Suite 250		
47. City Westborough	48. State MA	49. Zip code 01581

ENVIRONMENTAL POLICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?

(N) Yes No

* If "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311.

FOREIGN GOVERNMENT REPRESENTATION

51. Is the applicant a foreign government or the representative of any foreign government?

(N) Yes No

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52. Is the applicant an alien or the representative of an alien?*

(N) Yes No

53. Is the applicant a corporation organized under the laws of any foreign government?*

(N) Yes No

54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?*

(N) Yes No

55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

(N) Yes No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

*If yes, attach exhibit explaining circumstances.

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?*

(N) Yes No

See Section II.B

57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?*

(N) Yes No

58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?*

(N) Yes No

59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?*

(N) Yes No

60. Is this a Common Carrier corporation?

If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing.

(Y) Yes No

See Section VII.D

* If "yes", attach exhibit explaining circumstances.

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application* is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true complete and correct to the best of his or her knowledge and belief, and are made in good faith.

*See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

61. Typed Name of Person Signing

Paul H. Kuzia

62. Title Executive Vice President,

Technology and Regulatory Affairs

63. Signature

64. Date

AUG 26 1998

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0127
See below for public
burden estimate

ASSIGNMENT OF AUTHORIZATION

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

1. The present licensee completes the information requested below.
2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms

FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone Service Authorization
FCC Form 415 - Application for Station Authorization in the Microwave Services
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules


47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80

CURRENT AUTHORIZATION

Radio Service	Licensee Name and Station Location
Private Operational Fixed Microwave	Arch Connecticut Valley, Inc.
Call Sign	1800 West Park Drive, Suite 250
See Exhibit 1	Westborough, MA 01581

CERTIFICATION

I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to New Shareholders of Arch Communications Group, Inc.
shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.

Name of Assignor (include title, if applicable)	Assignor's Signature and Date
Existing Shareholders of Arch Communications Group, Inc.	 AUG 26 1998

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

ARCH CONNECTICUT VALLEY, INC.

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WNTF824	Private Operational Fixed Microwave Service	OFS	101

FCC 415

Main Form

FEDERAL COMMUNICATIONS COMMISSIONApproved by OMB
3060-0747
Expires 12/31/99
Est. Avg. Burden Hours
Per Response: 7 hrs.**FCC Use Only**
(File Number)**Application for Authorization in the Microwave Services**

Parts 74 and 101

FEE Use Only**FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
See Associated FCC Form 159			\$	

APPLICANT

1. Legal Name of Applicant Existing Shareholders of Arch Communications Group, Inc. See Section II.C and Section VII.D		2. Voice Telephone Number (508) 870-6700	
3. Assumed Name Used for Doing Business (if any)		4. Fax Telephone Number (508) 898-1953	
5. Mailing Address, Street or P.O. Box 1800 West Park Drive, Suite 250 ATTENTION: Paul Kuzia			
6. City Westborough		7. State MA	8. Zip Code 01581
9. E-mail or Internet Address		10. Taxpayer Identification Number 31-1358569	
11. Name of Contact Representative (if other than applicant) Kathryn Zachem, Esq.		12. Voice Telephone Number (202) 783-4141	
13. Contact Representative Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP		14. Fax Telephone Number (202) 783-5851	
15. Mailing Address, Street or P.O. Box 2300 N Street, N.W., Suite 700			
16. City Washington		17. State DC	18. Zip Code 20037

CLASSIFICATION OF FILING

19. Type of Applicant (C) Individual Partnership Corporation Unincorporated Association Governmental Entity			
20. Does applicant qualify as a Non-Commercial Educational Broadcaster? (N) Yes No			
21. If this filing is an Amendment to a pending application: File number of Pending application: N/A Receipt Date:		22. Eligibility Rule Section 101.601	23. Service Type Code OFS
24. Does this filing propose a waiver or exception to the Commission's Rules? *If "yes", attach exhibit explaining circumstances. See Section II.F (Y) Yes No			
25. Does this filing pose potential interference to Geostationary Satellite Operation? *If "yes", attach exhibit explaining circumstances. (N) Yes No			
26. Is notification to the National Radio Astronomy Observatory required? If "Yes", provide date of notification: (N) Yes No			
27. If this filing is in reference to an existing station at the same location, give the call sign. If this filing is for a Transfer of Control or Assignment of Authorization, list all call signs to be transferred or assigned: See Exhibit 1			

ADMINISTRATIVE INFORMATION

28. The purpose of this filing is to: (H) Enter one or more letters that correctly describes the purpose of this filing.	<table border="0"> <tr><td><u>A</u></td><td>request an initial authorization for a new station (all)</td></tr> <tr><td><u>B</u></td><td>request authorization for modification of an existing licensed station (all)</td></tr> <tr><td><u>C</u></td><td>request authorization for a minor modification (Private and Common Carrier)</td></tr> <tr><td><u>D</u></td><td>request authorization to renew an existing licensed station (all)</td></tr> <tr><td><u>E</u></td><td>request authorization to reinstate an expired licensed station (all)</td></tr> <tr><td><u>F</u></td><td>request a full assignment of a radio station authorization (Private)</td></tr> <tr><td><u>G</u></td><td>request authorization of a developmental station (Private and Common Carrier)</td></tr> <tr><td><u>H</u></td><td>request authorization for transfer of control (Private)</td></tr> <tr><td><u>I</u></td><td>request authorization to convert from Private to Common Carrier (Common Carrier)</td></tr> <tr><td><u>J</u></td><td>request amendment to a pending application (all)</td></tr> </table>	<u>A</u>	request an initial authorization for a new station (all)	<u>B</u>	request authorization for modification of an existing licensed station (all)	<u>C</u>	request authorization for a minor modification (Private and Common Carrier)	<u>D</u>	request authorization to renew an existing licensed station (all)	<u>E</u>	request authorization to reinstate an expired licensed station (all)	<u>F</u>	request a full assignment of a radio station authorization (Private)	<u>G</u>	request authorization of a developmental station (Private and Common Carrier)	<u>H</u>	request authorization for transfer of control (Private)	<u>I</u>	request authorization to convert from Private to Common Carrier (Common Carrier)	<u>J</u>	request amendment to a pending application (all)
<u>A</u>	request an initial authorization for a new station (all)																				
<u>B</u>	request authorization for modification of an existing licensed station (all)																				
<u>C</u>	request authorization for a minor modification (Private and Common Carrier)																				
<u>D</u>	request authorization to renew an existing licensed station (all)																				
<u>E</u>	request authorization to reinstate an expired licensed station (all)																				
<u>F</u>	request a full assignment of a radio station authorization (Private)																				
<u>G</u>	request authorization of a developmental station (Private and Common Carrier)																				
<u>H</u>	request authorization for transfer of control (Private)																				
<u>I</u>	request authorization to convert from Private to Common Carrier (Common Carrier)																				
<u>J</u>	request amendment to a pending application (all)																				
29. If this filing is for modification of an existing licensed station, or is for a partial assignment of authorization, specifically describe changes requested. <div style="text-align: center;">N/A</div>																					
30. Number of associated applications filed as a system. <div style="text-align: center;">N/A</div>	31. FCC File Numbers of associated applications filed as a system, if known <div style="text-align: center;">N/A</div>																				
32. Type of MAS Operation <div style="display: flex; justify-content: space-between;"> <div> () N/A </div> <div> <u>Two-way master-remote</u> <u>One-way outbound</u> <u>One-way Inbound</u> </div> <div> <u>Mobile meter reader</u> <u>Subfrequency operation</u> <u>Multiple master operation</u> </div> </div>	33. Requested Authorization Expiration Date <div style="text-align: center;">N/A</div> <div style="display: flex; justify-content: space-between;"> <div>Month</div> <div>Day</div> </div>																				

POINT OF CONTACT FOR TECHNICAL OPERATIONS

34. Mailing address street or geographical description 1800 West Park Drive		35. Voice Telephone Number 508-870-6700
36. City Westborough	37. State Massachusetts	38. Zip code 01581

BROADCAST AUXILIARY APPLICANTS N/A

39. Name of Broadcast Auxiliary frequency coordinator	40. Voice Telephone Number
41. Call Sign of associated Broadcast Station, if any	42. Radio Service Code of associated Broadcast Station

TRANSFER OF CONTROL APPLICANTS

43. Is this a pro forma Transfer of Control? (N) <u>Yes</u> <u>No</u>		
44. Is each station named in item 27 of this filing constructed and operational? (Y) <u>Yes</u> <u>No</u>		
45. Name of Transferee New Shareholders of Arch Communications Group, Inc.		
46. Transferee's Mailing Address, Street 1800 West Park Drive, Suite 250		
47. City Westborough	48. State MA	49. Zip code 01581

ENVIRONMENTAL POLICY

50. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307?

(N) Yes No

• If "yes", attach environmental assessment as required by 47CFR 1.1308 and 47 CFR 1.1311.

FOREIGN GOVERNMENT REPRESENTATION

51. Is the applicant a foreign government or the representative of any foreign government?

(N) Yes No

COMMON CARRIER APPLICANTS - ALIEN OWNERSHIP

52. Is the applicant an alien or the representative of an alien?*

(N) Yes No

53. Is the applicant a corporation organized under the laws of any foreign government?*

(N) Yes No

54. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?*

(N) Yes No

55. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

(N) Yes No

• If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

*If yes, attach exhibit explaining circumstances.

BASIC QUALIFICATIONS

(To be completed by Private Operational Fixed and Common Carrier applicants only.)

56. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? See Section II.B

(N) Yes No

57. Has the applicant, or any part to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?*

(N) Yes No

58. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?*

(N) Yes No

59. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?*

(N) Yes No

60. Is this a Common Carrier corporation?

If "Yes", attach exhibit showing names, addresses and citizenship of those stockholders owning of record and/or voting 10 percent or more of the filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries. Also list the names and addresses of the officers and directors of the applicant as well as any controlling corporations. If this information is currently up to date and on file with the Commission, this additional exhibit is not required with this filing. See Section VII.D

(Y) Yes No

* If "yes", attach exhibit explaining circumstances.

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that neither the applicant nor any other party to the application* is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C., Section 862, because of a conviction for possession or distribution of a controlled substance. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

*See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.

61. Typed Name of Person Signing

Paul H. Kuzia

62. Title Executive Vice President,

Technology and Regulatory Affairs

63. Signature

64. Date

AUG 26 1998

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0127
See below for public
burden estimate

ASSIGNMENT OF AUTHORIZATION

To be used in the Private Radio Services indicated below, where the present licensee's activities are intended to be continued under new ownership.

1. The present licensee completes the information requested below.
2. This form is then attached to the proper application form (see below) which has been completed by the party requesting the station license, the assignee.
3. If more than one authorization is involved, use a separate Assignment of Authorization and a separate application form for each requested authorization.

INVOLUNTARY ASSIGNMENT

In the event of the assignor's death or legal disability, it is requested that, in lieu of the declaration appearing below, you submit a copy of the court order or other documentary proof that you are the person legally qualified to succeed to the assignor's business assets, or a statement explaining the circumstances under which control must be involuntarily transferred to the assignee, accompanied by the appropriate application form (see below) for assignment of each such authorization.

Radio Service Application Forms

FCC Form 600 - Application for Mobile Radio Service Authorization or Rural Radiotelephone Service Authorization
FCC Form 415 - Application for Station Authorization in the Microwave Services
FCC Form 406 - Application for Ground Station Authorization in the Aviation Services
FCC Form 503 - Application for Land Radio Station License in the Maritime Services

Commission Rules

47 CFR Part 90
47 CFR Part 101
47 CFR Part 87
47 CFR Part 80


CURRENT AUTHORIZATION

Radio Service	Licensee Name and Station Location
Private Operational Fixed Microwave	Arch Paging, Inc.
Call Sign	1800 West Park Drive, Suite 250
See Exhibit 1	Westborough, MA 01581

CERTIFICATION

I hereby propose the assignment of all my right, title and interest in the authorization described above. Such assignment to New Shareholders of Arch Communications Group, Inc.

shall not be completed nor become effective until authorization has been issued by the Commission in the name of the assignee. My authorization will be submitted to the Commission for cancellation upon completion of assignment.

Name of Assignor (include title, if applicable) Existing Shareholders of Arch Communications Group, Inc.	Assignor's Signature and Date  AUG 26 1998
--	---

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is authorized by the Communications Act. The Commission will use the information provided in this form to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form, as well as the form itself, will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to Commission Rules. The foregoing notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

Public reporting burden for this collection of information is estimated to average five minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, AMD-IM, Washington, DC 20554, Paperwork Reduction Project (3060-0127) or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a valid OMB control number.

ARCH PAGING, INC.

<i>CALL SIGN</i>	<i>RADIO SERVICE</i>	<i>CODE</i>	<i>PART</i>
WNES202	Private Operational Fixed Microwave Service	OFS	101
WNES203	Private Operational Fixed Microwave Service	OFS	101
WNES204	Private Operational Fixed Microwave Service	OFS	101
WNTF871	Private Operational Fixed Microwave Service	OFS	101